

China International Marine Containers (Group) Co., Ltd.

Rules of Procedure for the General Meetings

(Considered and approved at each of the annual general meeting for 2023,
the first class meeting of A shareholders for 2024
and the first class meeting of H shareholders for 2024
held on 26 June 2024)

Chapter I General Provisions

Article 1 The Rules of Procedure for the General Meetings (the “**Rules of Procedure**”) is formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), Rules for General Meetings of Listed Companies (the “**Rules**”), Governance Standards of Listed Companies (the “**Governance Standards**”), Articles of Association of China International Marine Containers (Group) Co., Ltd. (the “**Articles of Association**”) and other relevant laws, administrative regulations, department rules and normative documents to ensure the smooth progress of the general meetings, improve the working efficiency of the general meetings, protect the legal rights and interests of the shareholders, and the ability of the general meetings to discharge its duties legally as well as the legality and validity of its procedures and resolutions.

Article 2 The general meeting is the highest decision-making authority of China International Marine Containers (Group) Co., Ltd. (the “**Company**”), and makes decision on important matters according to the Company Law, Rules, Governance Standards, Articles of Association and the Rules of Procedure. The Company shall convene general meetings in strict accordance with the relevant provisions of the laws, administrative regulations, the Rules and the Articles of Association, and shall ensure that shareholders can exercise their rights according to law.

The Board shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the directors of the Company shall be diligent and responsible to ensure the normal convening of a general meeting and its lawful exercise of functions and powers.

Chapter II General Rules for the General Meeting

Article 3 The general meeting is the organ of power of the Company and exercises the following functions and powers according to laws:

- (i) deciding the management policies and investment plans of the Company;
- (ii) electing and replacing the directors and supervisors other than the employee representatives;
- (iii) deciding the remuneration issues for the directors and supervisors;
- (iv) reviewing and approving the reports of the Board of Directors;
- (v) reviewing and approving the reports of the Board of Supervisors;
- (vi) reviewing and approving the annual financial budget plans and final accounting plans of the Company;

- (vii) reviewing and approving the profit distribution plan and loss recovery plan of the Company;
- (viii) making resolution on the increase or decrease of the registered capital of the Company;
- (ix) making resolution on the issuance of bonds;
- (x) making resolution on the merger, separation, dissolution, liquidation or change of company type of the Company;
- (xi) amending the Articles of Association;
- (xii) making resolution on the engagement or removal of the accounting firm;
- (xiii) reviewing and approving the guarantee matters set out in Article 4 of the Rules of Procedure;
- (xiv) reviewing the matters involving the purchase or disposal of substantial assets within 1 year which account for more than 30% of the audited total assets of the Company in the latest period;
- (xv) reviewing and approving change of use in the proceeds;
- (xvi) reviewing the equity incentive plan and employee share ownership scheme;
- (xvii) reviewing the connected transactions that should be reviewed by the general meeting;
- (xviii) reviewing other matters that should be decided by the general meeting according to the laws, administrative regulations, department rules and Articles of Association.

Article 4 The following external guarantees of the Company must be reviewed and approved by the general meeting.

- (i) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeds 50% of the audited net assets of the Company for the latest period;
- (ii) any accumulated guarantee amount provided within recent 12 months exceeding 30% of the Company's latest audited total assets;
- (iii) any guarantee provided after the total amount of the external guarantees provided by the Company and its controlling subsidiaries exceeding 30% of the Company's latest audited total assets;
- (iv) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70% as shown in the most recently financial statement;
- (v) any single guarantee whose amount exceeds 10% of the audited net assets of the Company for the latest period;
- (vi) any guarantee provided to the shareholder, actual controller and its related party;
- (vii) other external guarantees which are subject to consideration at a shareholder's general meeting as required by relevant laws, regulations, provisions, rules and these Articles of Association.

The Directors, senior management or other relevant personnel of the Company shall be held responsible for any loss caused to the Company by their breach of required approvals procedures or signing of contracts for external guarantees without authorization or neglect of duties.

Article 5 When the proposal for providing guarantee to the controlling shareholders, actual controller and its related parties is reviewed by the general meeting, actual controller and its related parties, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be passed by more than half of the votes of other shareholders present at the meeting.

When the Company provides guarantees to the controlling shareholders, actual controller and its related parties, it must ask the counterparty to provide counter-guarantee, and the counter-guarantee provider shall have the actual performance capability.

The external guarantee mentioned in the Articles of Association refers to the guarantee provided by the Company for other parties, including the guarantee provided by the Company to its controlling subsidiaries. The total amount of the external guarantees provided by the Company and its controlling subsidiaries refers to the sum of the total amount of the external guarantees provided by the Company (including the guarantees provided to its controlling subsidiaries) and the total amount of the external guarantees provided by the controlling subsidiaries of the Company.

Article 6 The general meeting shall exercise its functions and powers within the scope specified in the Company Law and shall not interfere with the shareholder's disposal of his/her own rights.

Article 7 The general meeting includes annual general meeting and extraordinary general meeting. The annual general meeting is held once every year, and shall be held within 6 months after the end of the previous fiscal year.

Article 8 The extraordinary general meeting shall be held aperiodically. In case of the following situations, the Company shall hold the extraordinary general meeting within 2 months after the occurrence date of the relevant facts:

- (i) when the number of directors is less than 6;
- (ii) when the unrecovered loss of the Company reaches 1/3 of the total paid-in capital;
- (iii) upon the request of the shareholders separately or aggregately holding more than 10% of the Company's shares;
- (iv) when the Board of Directors considers necessary;
- (v) when the Board of Supervisors proposes to hold the extraordinary general meeting;
- (vi) other situations set out in the relevant laws, administrative regulations, department rules and Articles of Association.

If the Company cannot hold the general meeting within the above-mentioned time limit, it shall report to the China Securities Regulatory Commission (the "CSRC") Shenzhen Branch and Shenzhen Stock Exchange, explain the relevant causes and publicly announce the matter.

Article 9 A shareholders' general meeting of the Company shall be convened at the domicile of the Company or a specific location set out in a notice of the shareholders' general meeting of the Company.

Article 10 The general meeting shall be designated meeting venue and held in the form of onsite meeting. The time and venue of on-site meetings shall be convenient for shareholders' participation. After the notice of a general meeting is issued, the venue of the on-site meeting of such general meeting shall not be changed without valid reasons. If it is necessary to change, the convenor shall make an announcement and give the reasons at least two trading days prior to the on-site meeting.

For the convenience of shareholders, the Company shall provide secure, cost-efficient and accessible online and other channels for participation in shareholders' general meetings in accordance with applicable laws, administrative regulations and rules of the CSRC or these Articles of Association. Shareholders who attend the general meeting in the aforesaid manners shall be deemed as present.

Article 11 The time and procedures for voting via internet or other methods will be specifically stated by the Company in the notice of the general meeting. The voting online or by any other means shall be started not earlier than 3:00 p.m. on the day before the on-site general meeting is held and not later than 9:30 a.m. on the day when the on-site general meeting is held, and shall be concluded not earlier than 3:00 p.m. on the day when the on-site general meeting ends. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail.

Article 12 When the Company convenes general meeting, it shall engage legal counsel to provide legal opinions on the following issues and make announcement:

- (i) whether the convening and holding procedures of the general meeting comply with the relevant laws, administrative regulations, the Rules and Articles of Association;
- (ii) whether the attendees and convener have legal and valid qualification;
- (iii) whether the voting procedures and results are legal and effective;
- (iv) legal opinions on other issues upon the request of the Company.

Article 13 The Board of Directors and other convenors shall take necessary measures to maintain the normal order of the general meeting. The Company shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of shareholders and report to the relevant authorities for investigation.

The attendees shall observe the disciplines of the general meeting and ensure the smooth convening of the meeting.

Article 14 The Company shall adhere to the principle of simplicity when holding general meeting and shall not provide additional economic benefits to the shareholders (or proxies) attending the meeting.

Chapter III Convening of the General Meeting

Article 15 The independent directors, the Board of Supervisors or shareholders severally or jointly holding 10% or more of the shares of the Company requisitioning the convening of extraordinary general meetings shall abide by the following procedures:

- (i) Two or more shareholders who hold individually or jointly an aggregate of 10% or more of the shares carrying voting rights at such meeting may sign one or several written requests in the same form requesting the board of directors to convene an extraordinary general meeting of the shareholders, specifying the objects of the meeting. The board of directors shall make a written response as to whether or not it agrees to convene an extraordinary general meeting of shareholders, within 10 days upon receipt of the aforesaid written request according to laws, administrative regulations and these Articles of Association. The number of the shares held as aforesaid shall be calculated based on those shares held by the shareholders as at the date of the written request.

The independent directors are entitled to propose to the Board of Directors to convene the extraordinary general meeting. For the proposal of the independent directors to convene the extraordinary general meeting, the Board of Directors shall provide written feedback on whether it approves to convene the extraordinary general meeting within 10 days after receiving the proposal according to the provisions of the relevant laws, administrative regulations and Articles of Association.

The Board of Supervisors is entitled to propose to the Board of Directors to convene the extraordinary general meeting, provided that the proposal shall be made in written form. The Board of Directors shall provide written feedback on whether it approves to convene the extraordinary general meeting within 10 days after receiving the proposal according to the provisions of the relevant laws, administrative regulations and Articles of Association.

- (ii) If the Board of Directors approves to convene the extraordinary general meeting, it shall issue the notice of general meeting within 5 days after making the resolution of Board of Directors. If there is any change to the original proposal in the notice, it shall be approved by the original proposer.
- (iii) If the Board of Directors disapproves the proposal of the independent directors to convene the extraordinary general meeting, it shall explain the reasons and make announcement.
- (iv) If the Board of Directors disapproves the proposal of the Board of Supervisors to convene the extraordinary general meeting, or fails to provide feedback within 10 days after receiving the request, it shall be deemed that the Board of Directors cannot or fails to perform its duty of convening the general meeting, and the Board of Supervisors may convene and preside over the meeting on its own. The convening procedure shall adopt the same procedure that the Board of Directors uses to convene the general meeting when possible.
- (v) If the board of directors does not agree to the resolution made by the shareholders to convene the shareholders' extraordinary general meeting, or no response is made within 10 days upon receipt of the written request, the shareholder(s) who hold individually or jointly an aggregate of 10% or more of the shares of the Company shall be entitled to make a written resolution to the Supervisory Committee for convening the extraordinary general meeting.

If the Board of Supervisors agrees to convene such a meeting, a notice of such meeting shall be issued within 5 days upon receipt of the proposal. Changes made to the original request shall be approved by the relevant shareholder(s).

If the Board of Supervisors fails to dispatch a notice of the shareholders' general meeting within a prescribed period of time, it shall be deemed that the Board of Supervisors fails to convene and preside over the shareholders' general meeting. The shareholder(s) continuously holding for 90 days individually or collectively 10% or more of the shares of the Company may convene and preside over the meeting by himself/themselves, provided that prior to the announcement of the resolutions of the shareholders' general meeting, the shares held by the convening shareholder(s) shall not be less than 10% of the shares of the Company. The procedures of convening the meeting should be similar to those of convening a shareholders' general meeting by the board of directors as far as possible.

Article 16 If the Board of Supervisors or Shareholder(s) decide(s) to convene the extraordinary general meeting by itself/themselves, it/they shall issue a written notice to the board of directors and file with Shenzhen Stock Exchange.

Article 17 The Board of Supervisors or convening shareholder shall submit relevant evidence to Shenzhen Stock Exchange upon the issuance of the notice of shareholders' general meeting and the announcement of the passed resolutions of the shareholders' general meeting.

Article 18 As for the shareholders' general meeting convened by the Board of Supervisors or shareholders, the board of directors and the secretary to the board of directors shall coordinate accordingly. The board of directors will provide the register of members as at the registered date for entitlements of shares. In the event that the board of directors fails to provide the register of members, the convener may apply to China Securities Depository and Clearing Corporation Limited (Shenzhen Branch) for obtaining the register of members with the relevant announcements on the convening of the shareholders' general meeting. The register of members obtained by the convener shall not be used for purposes other than convening of the shareholders' general meeting.

Article 19 If the Board of Supervisors or shareholders convene the general meeting because the Board of Directors fails to hold such a meeting on the aforesaid request, the necessary meeting expense shall be assumed by the Company, and deducted from the payment due to the defaulting directors.

Chapter IV Proposal and Notice of General Meeting

Article 20 The proposal contents shall fall into the terms of reference of the general meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations and Articles of Association.

Article 21 The proposal to the general meeting shall be the specific proposal on the matters to be discussed at the general meeting. The general meeting shall provide reasonable discussion time for each proposal and make resolution for the specific proposals.

Article 22 When the Company convenes the general meeting, the Board of Directors, Board of Supervisors and shareholders holding more than 3% of the shares of the Company separately or jointly are entitled to provide proposal to the Company.

The shareholders holding more than 3% of the shares of the Company separately or jointly may raise temporary proposal and submit it to the convener in writing 10 days before the general meeting is held. The convener shall supplement the notice of general meeting within 2 days after receiving the proposal and publicize the content of the temporary proposal.

Except for the aforesaid situation, after the convener publicizes the notice of general meeting, the proposals listed in the notice shall not be modified, nor shall any new proposal be added.

For the proposals not listed in the notice of general meeting or not meeting the provisions of Article 20, the general meeting shall not vote and make resolution.

Article 23 When the Company convenes a general meeting, a written notice shall be issued at least 21 days (excluding the date of meeting) prior to the annual general meeting and at least 15 days (excluding the date of meeting) prior to the extraordinary general meeting by the convenor to all shareholders whose names appear in the register of members, specifying the matters to be considered at and the date and venue of the meeting. Where relevant laws, regulations and other regulatory documents have provisions otherwise, such provisions shall prevail.

The date of issue of the notice mentioned herein is the date on which the Company or the share registry commissioned by the Company serves the relevant notice to the post office.

Article 24 The notice of general meeting shall contain the following:

- (i) time, place and duration of the meeting;
- (ii) the matters and proposals to be considered at the meeting;
- (iii) stating in conspicuous text that all the shareholders are entitled to attend the general meeting, and the shareholder may appoint a proxy in writing to attend and vote at the meeting, and it is not necessary for the shareholder proxy to be a shareholder of the Company;
- (iv) specifying the Record Date of the shareholders entitled to attend the general meeting;
- (v) containing the name and telephone number of the permanent contact person for the meeting;
- (vi) containing the time and procedures for online voting or other means of voting.

Article 25 The notice of general meeting shall be given in the manner prescribed by laws, regulations, regulatory documents, the requirements of the CSRC and the rules of the stock exchange(s) in which the Company's shares are listed.

Article 26 The notice of general meeting and the supplementary notice shall fully and completely disclose the contents of the proposals and all the information or explanations necessary for the shareholders to make informed judgment on the matters to be discussed. If independent directors are required to provide opinions on the matters to be discussed, the opinions and grounds of the independent directors shall be disclosed when issuing the notice of general meeting or supplementary notice.

Article 27 The interval between the Record Date and the meeting date shall be no more than 7 working days. The Record Date shall not be changed once confirmed.

Article 28 If the director and supervisor election matters are discussed at the general meeting, the notice of general meeting shall fully disclose the detailed information of the candidate director and supervisor, at least including:

- (i) such personal information as education background, work experience and part-time jobs;
- (ii) whether he is affiliated with the Company or the controlling shareholder and actual controller of the Company;
- (iii) disclosure of the number of the Company he holds;
- (iv) whether he has been punished by the CSRC, other relevant authorities and Shenzhen Stock Exchange.

Except for the director and supervisor elected via cumulative voting, each director or supervisor candidate shall be proposed via a single proposal.

Article 29 When the notice of general meeting is issued, the general meeting shall not be adjourned or cancelled without just cause, and the proposals listed in the notice of general meeting shall not be cancelled. In case of the general meeting is adjourned or cancelled, the convener shall make public announcement and explain the reasons at least 2 working days before the original holding date.

Chapter V Holding of the General Meeting

Article 30 The Board of Directors and other conveners shall take necessary measures to maintain the normal order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, provoke trouble and infringe on the legal rights and interests of the shareholders and report to the relevant authorities for investigation.

Article 31 All the shareholders listed in the register of shareholders on the Record Date or their proxies are entitled to attend the general meeting, and exercise the voting rights according to the relevant laws, administrative regulations and Articles of Association. The Company and the convenor(s) shall not refuse for any reason.

Article 32 The shareholder may attend the general meeting and vote in person, or entrust others to attend on his behalf the meeting and exercise the voting rights within the scope of authorization.

Article 33 Any shareholder entitled to attend the general meeting and vote has the right to appoint one or more persons (who may not be a shareholder) as his shareholder proxy to attend and vote on his behalf. The shareholder proxy may exercise the following rights according to the authorization of the shareholder:

- (i) the speaking right of the shareholder at the general meeting;
- (ii) requesting to vote by ballot separately or together with others;
- (iii) exercising the voting right by raising hand or ballot, provided that if more than one proxy is entrusted, the shareholder proxies shall vote by ballot only.

Article 34 When the individual shareholder attend the general meeting in person, he shall present his ID card or other valid certificate that can prove his identity and his share account card. If the person attends the meeting on behalf of other shareholder, he shall present his valid identity document and the power of attorney of the relevant shareholder.

The legal person shareholder shall have its legal representative or the proxy entrusted by the legal representative attend the meeting. When the legal representative attends the meeting, he shall present his ID card, the valid evidence that proves his qualification as the legal person. When the proxy attends the meeting, the proxy shall present his ID card and the written power of attorney issued by the legal representative of the legal person shareholder.

If the shareholders or their proxies vote through the online voting system for the general meeting, they shall participate in the online voting within the time limit specified in the notice of general meeting.

Article 35 The shareholder shall entrust the proxy via written power of attorney, which shall be signed by the principal or the proxy he entrusts in writing. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person or signed by the chairman of the board or duly appointed proxy.

The power of attorney that the shareholder presents to entrust others to attend the meeting shall contain the following contents:

- (i) name of the proxy;
- (ii) whether the proxy has voting right;
- (iii) the instruction to vote for, against or abstain from voting on each matter for consideration listed in the agenda of the general meeting;
- (iv) the issuing date and validity period of the power of attorney;
- (v) signature (or seal) of the principal. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person.

It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his discretion when the shareholder does not give any specific instruction.

Article 36 The power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting notice 24 hours before the holding of the meeting for which the power of attorney is issued or 24 hours before the designated voting time. If the power of attorney for voting by proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxy shall be placed at the domicile of the Company or other place specified in the meeting.

If the principal is a legal person, its legal representative or the person authorized by the board of directors or other decision-making authorities shall attend the general meeting of the Company as a representative.

Article 37 The power of attorney issued to the shareholders to appoint shareholder proxy shall be in such form that allows the shareholders to freely instruct the shareholder proxies to vote for or against any proposal, and to provide separate instructions for each matter that needs to be decided.

Article 38 If the principal is dead, becomes incapable, revokes the appointment, revokes authorization for signing the power of attorney or the relevant shares have been transferred before the voting, as long as the written notice on such matters is not received by the Company before the commencement of the relevant meeting, the votes made by the shareholder proxy according to the power of attorney remain effective.

Article 39 The meeting register for the attendees shall be prepared by the Company. The meeting register shall specify the name of the attendees (or the entity name), the ID card number, the domicile address, the number of shares with voting rights he holds or represents, the principal's name (or the entity name) and other relevant matters.

Article 40 The convener and the lawyer engaged by the Company shall jointly verify the qualification of the shareholders according to the register of shareholders provided by China Securities Depository and Clearing Company Limited Shenzhen Branch, and register the name of each shareholder and the number of shares with voting rights he holds. The meeting registration shall be stopped before the meeting presider declares the number of shareholders and proxies present and the total number of shares with voting rights they hold.

Article 41 When the general meeting is held, all the directors, supervisors and board secretary of the Company shall attend the meeting, while the President and other senior executives shall attend as a non-voting attendee.

Article 42 The general meeting shall be presided over and chaired by the chairman of the Board. When the chairman of the Board cannot or fails to fulfill his duties, the general meeting shall be presided over and chaired by the vice chairman of the Board jointly elected by a simple majority of all the directors. When both of the two Vice Chairmen of the Board cannot or fail to fulfill their duties, the meeting shall be presided over and chaired by the director elected by the more than half of the directors. If the meeting chairman is not elected, the shareholders present may elect the presider and chairman. If the shareholders cannot elect the chairman for any reason, the general meeting shall be presided over and chaired by the shareholder present and holding the largest number of shares with voting rights (including the shareholder proxy).

The general meeting convened by the Board of Supervisors shall be presided over by the chairman of Board of Supervisors. When the chairman of Board of Supervisors cannot or fails to fulfill his duties, the meeting shall be presided over by the supervisor elected by the more than half of the supervisors.

The general meeting convened by the shareholders shall be presided over by the representative elected by the convener.

Article 43 When the general meeting is held, if the meeting presider breaches the Rules for Procedure and as a result, the general meeting cannot be continued, with the approval of the shareholders having the majority of the voting rights present, another person can be elected as the meeting presider, so as to continue the general meeting.

Article 44 At the annual general meeting, the Board of Directors and Board of Supervisors shall make report on their works in the past year to the general meeting. Each independent director shall also make work report.

Article 45 The directors, supervisors and senior executives shall make explanation and interpretation on the inquiry and suggestions of the shareholders at the general meeting.

Article 46 The meeting presider shall declare the number of shareholders and proxies present and the total number of shares with voting rights they hold before voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.

Article 47 The general meeting shall have meeting minutes, and the board secretary shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents:

- (i) meeting time, place, agenda and the convener's name;
- (ii) the names of the meeting presider and the directors, supervisors, President and other senior executives attending the meeting or attending meeting as non-voting attendee;
- (iii) the number of shareholders and proxies present, the total number of shares with voting rights they hold, and its proportion in the total number of the shares of the Company;
- (iv) the consideration process, key points of speech and voting result of each proposal;
- (v) the inquiry or suggestion of the shareholders and the corresponding reply or explanation;
- (vi) the names of the lawyer, vote counter and scrutinizer;
- (vii) the number of shares with voting rights held by the holders of domestic shares (including the shareholder proxy) and holders of foreign shares (including the shareholder proxy) attending the meeting, and their respective proportions in the total number of shares of the Company;
- (viii) the voting status of the holders of domestic shares and holders of foreign shares on each matter subject to resolution;
- (ix) other contents that should be included in the meeting minutes according to the Articles of Association.

Article 48 The directors, supervisors, board secretary, conveners or their representative and meeting presider shall sign the meeting minutes and the convenor shall ensure the authenticity, accuracy and completeness of the contents of the meeting minutes. The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for attendance, and the valid documents for the online and other forms of voting for a period of no less than 10 years.

Article 49 The conveners shall ensure the continuation of the general meeting, till the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special cause, necessary measures shall be taken to restore the general meeting or directly terminate the general meeting, and public announcement shall be made in time. Meanwhile, the convener shall report to the CSRC Shenzhen Branch and Shenzhen Stock Exchange.

Chapter VI Voting and Resolutions of General Meetings

Article 50 Resolutions of general meetings consist of ordinary resolutions and special resolutions.

An ordinary resolution of a general meeting shall be approved by a simple majority of the voting rights held by shareholders (including their proxies) attending the general meeting.

A special resolution of a general meeting shall be approved by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

Article 51 The following matters shall be approved by ordinary resolutions at general meetings:

- (i) work reports of the Board and the Supervisory Committee;
- (ii) the profit distribution plans and loss recovery plans proposed by the Board;
- (iii) the appointment and dismissal of members of the Board and the Supervisory Committee and their remuneration and payment methods;
- (iv) the annual budget plans, final account plans, balance sheets, profit statements and other financial statements of the Company;
- (v) the annual reports of the Company;
- (vi) other matters than those stipulated by laws or administrative regulations or the Company's Articles of Association should be approved by special resolutions.

Article 52 The following matters shall be passed by special resolutions at general meetings:

- (i) the Company increases or decreases its registered capital and issues any kind of stocks, warrants and other similar securities;
- (ii) the division, spin-off, merger, dissolution, liquidation or change in corporate form of the Company;
- (iii) modification of the Company's Articles of Association;
- (iv) the major assets it purchased or disposed of or the amounts of guarantees it provided within one year, exceed 30% of the Company's audited total assets in the latest period;
- (v) any equity incentive plan;
- (vi) other matters as required by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those that are deemed by ordinary resolutions at general meetings to have a significant influence on the Company and need to be approved by special resolutions.

Article 53 A shareholder (including his or her proxy) shall exercise the voting rights to the extent of the number of shares it holds or represents. Save as the provisions of Article 70 of the Rules of Procedures on the adoption of cumulative voting systems for the election of directors and supervisors, there shall be one vote for each share, subject to any prerogatives or restrictions attached to the relevant voting rights at that time, and in compliance with the applicable laws, regulations and Articles of Association when conducting the relevant vote. In case any shareholder's voting rights on any vote are prohibited or the relevant exercising methods are restricted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), any of its attachments, any listing agreement, other contractual arrangements signed in accordance with the aforementioned documents, and decision of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), while the shareholder does not comply with the relevant provisions, the voting rights exercised by the shareholder shall be deemed to be invalid and not counted.

The shares of the Company held by the Company do not have voting rights, and this part of shares shall not be included in the total number of shares that have voting rights at the general meeting.

If a shareholder purchases the shares of the Company with voting rights in violation of the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and shall not be counted into the total number of shares carrying voting rights at the shareholders' general meeting.

Article 54 The Board, independent directors of the Company and shareholders who are holding more than 1% of the shares with voting rights or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit the voting rights of shareholders. When solicitation of voting rights of shareholders, the qualified solicitors shall fully disclose such information as voting intentions to the shareholders so solicited, and no payment or disguised payment shall be made to such shareholders. Except for statutory conditions, the Company and the convenor of the shareholders' general meeting may not impose any minimum shareholding limit on solicitation of voting rights.

Article 55 When a related party transaction is considered in a general meeting, the following associated shareholders shall be excluded from the vote. The number of shares with voting rights represented by them shall not be counted in the number of shares with valid voting rights:

- (i) the counterparties;
- (ii) shareholders directly or indirectly controlling the counterparties;
- (iii) shareholders being directly or indirectly controlled by the counterparties;
- (iv) shareholders under common control with the counterparties, directly or indirectly, by the same legal person (or other organization) or natural person;
- (v) holding office in the counterparties, or holding office in a legal person (or other organization) which is in a position to directly or indirectly control the counterparties or which is under the direct or indirect control of the counterparties;
- (vi) being a close family member of the counterparties or a direct or indirect controller of the counterparties;
- (vii) shareholders whose voting rights being limited or affected due to outstanding equity transfer agreements or other agreements entered with the counterparties or any of their associates;
- (viii) shareholders identified by CSRC or Shenzhen Stock Exchange that may cause the Company to shield its interests.

The announcements on resolutions of general meetings shall fully disclose the voting information of unaffiliated shareholders.

If, pursuant to the Hong Kong Listing Rules, any shareholder is required to abstain from voting on certain matters proposed, or limited to vote only in favour of (or against) a resolution, while there is any violation of the relevant rules or restrictions, the number of votes casted by such shareholders or their proxies shall not be counted in the total number of shares with voting rights. Where material matters affecting the interests of small and medium investors are being considered at a general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

Article 56 Unless the company is in a crisis or other special circumstances, and unless approved by a special resolution of general meetings, the Company shall not enter into any contract with persons other than with our directors, President, and other senior management personnel, to transfer the management rights for all or important business of the Company to that person.

Article 57 Shareholders who hold 3% or more of the total shares of the Company may nominate candidates for directors and candidates for shareholder representative supervisors.

Article 58 The list of candidates for directors and supervisors shall be submitted to general meetings by way of proposal.

Article 59 The Board shall announce to the shareholders the resumes and basic information of the candidates for directors and supervisors.

Article 60 Other than the cumulative voting system, proposals shall be voted one by one at general meetings. If there are different proposals for the same matter, it shall be voted in “first proposed first being voted” manner. Except for special reasons such as force majeure that result in suspension of general meetings or failure to make a resolution, the proposals may not be shelved and shall be voted at the relevant general meeting.

Article 61 When a proposal is considered at a general meeting, it shall not be modified. Otherwise, the relevant changes shall be regarded as a new proposal and shall not be voted at that general meeting.

Article 62 With respect to the same voting rights, it can only be voted by one of the live or online voting methods. No multi-voting for the same voting rights shall be allowed, otherwise, the first ballot shall prevail.

Article 63 Voting at shareholders’ general meeting will record the name of the voter.

Article 64 Before voting on a proposal at a general meeting, two representatives of shareholders shall be elected to participate in the counting and monitoring of votes. If shareholders are related to the matters considered, such shareholders and their proxies may not participate in the counting or monitoring.

When a proposal is being voted at a general meeting, the lawyer(s), the representative(s) of shareholders and supervisors shall be responsible for the counting and monitoring of votes, and the voting results shall be announced on the spot. The voting result of the resolution shall be recorded in the minutes.

When voting through Internet or by other ways, shareholders of the Company or their proxies shall have the rights to check their voting results through the corresponding voting system.

Article 65 A general meeting shall not be closed earlier at the spot than those online or by other ways. The presider shall announce the voting results of each proposal, and announce whether the proposal is passed or not according to the voting results.

Article 66 Prior to the formal announcement of a voting results, the parties involved in the voting at the spot and online, including the Company, counting agents, scrutinizers, major shareholders, and network service providers, shall have a duty of confidentiality for the voting results.

Article 67 Shareholders attending a general meeting shall vote in favor of, against the proposals or abstain from voting, except for the securities registration and settlement institutions which, being the nominal holders of shares under Stock Connect between the Mainland and Hong Kong, shall make declarations according to the intentions of the beneficial holders.

Votes that are unfilled, filled incorrectly, illegible, and not voted are considered as abstaining from voting by the voters. The voting results of the shares held by them shall be counted as “abstention”.

Article 68 If the matter required to be vote by ballot is to elect the presider or suspend the meeting, it shall be voted immediately; while other matters required to be voted by ballot shall be decided by the presider when the voting shall be conducted, and the meeting may proceed to consider other matters, the voting results of which shall be still considered as the resolutions passed at the meeting.

Article 69 When voting by ballot, shareholders (including their proxies) who have two or more votes shall have the right to vote in favor of or against a proposal with respect to all or part of their share with voting rights.

Article 70 If there are two or more candidates for directors or supervisors, the number of votes attached to each share held by shareholders (including their proxies) shall be the same as the number of such candidates, and they may cast all of their votes for one candidate, or vote for two or more candidates.

Where sole shareholder and its concert party are interested in 30% or more of the shares of the Company, the cumulative voting method shall be adopted.

Details of the operation of the cumulative voting method are as follows:

- (i) The total number of valid vote casted by every shareholder attending the meeting in election of directors or supervisors shall equal to the number of voting shares held by him multiply by the number of directors or supervisors to be elected;
- (ii) Every shareholder may cast all his votes on a single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;
- (iii) Votes for one candidate of director (or supervisor) could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors (or supervisors) shall not exceed the entitled total number of the valid voting rights.

After completion of voting, all the candidates for directors (or supervisors) shall be elected in descending order according to the number of votes they received, upon the capped number of directors (or supervisors) to be elected.

Article 71 When the numbers of votes in favor of or against are the same, the presider shall have the right to cast one more vote, whether by show of hands or by ballot.

Article 72 If the presider has any doubt about the result of the resolution submitted for voting, he may conduct a vote-counting. If the presider does not conduct a vote-counting, and the shareholders or proxies attending the meeting have any doubt about the results announced by the presider, they shall have the right to ask for a vote-counting immediately after the announcement of the voting results, and the presider should immediately conducts the vote-counting.

Article 73 The presider shall be responsible for deciding whether a resolution shall be passed. The decision shall be the final decision and shall be announced and recorded in the minutes. The Company shall announce the resolutions of general meetings according to the applicable laws and the relevant provisions of the stock exchange in which the Company's shares are listed and traded. The announcement shall indicate the numbers of shareholders and their proxies attending the meeting, the total number of voting shares held by such attending shareholders and their proxies, and the numbers as a percent of total voting rights of the Company, as well as the respective voting method, result of voting on each proposal and details of every resolution passed. Statistics on the attendance and voting of domestic and overseas shareholders shall be taken separately, and shall be announced.

Article 74 If a proposal has not been passed, or a previous resolution has been revised at a general meeting, special instructions shall be given when announcing the resolutions of general meeting.

Article 75 If a general meeting approves proposals of electing directors or supervisors, the directors or supervisors elected shall take office at the end of the general meeting.

Article 76 If a general meeting approves proposals of distribution of cash or stock dividends, or conversion of capital reserves into share capital, the Company shall implement a specific plan within two months after the conclusion of the general meeting.

Article 77 The contents of the resolutions of general meetings shall comply with the provisions of the laws and the Articles of Association. Directors attending the meetings should faithfully perform their duties to ensure the truthfulness, accuracy, and completeness of the contents of the resolutions, and must not use statements that are likely to cause ambiguity.

Article 78 Any content of a resolution approved at general meetings of the Company will be invalid if it violates the laws and administrative regulations.

The procedures for convening general meetings, the voting methods or the contents of resolutions shall comply with the laws, administrative regulations and Articles of Association; otherwise the shareholders may request the people's court to withdraw it within 60 days from the date of such resolution.

Chapter VII Announcements on Resolutions of General Meetings

Article 79 Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and Articles of Association, the notice of a shareholders' general meeting shall be served on H shareholders (regardless of whether they are entitled to vote at the shareholders' general meeting) either by hand or by post in a prepaid mail, addressed to such shareholders at their registered addresses as shown in the register of shareholders. For holders of H Shares, in accordance with relevant process under the Hong Kong Listing Rules and under the permission expressly given by the shareholders, the notice of a shareholders' general meeting, a circular for shareholders and relevant files may also be given by making announcement in the Company's website and the website of Hong Kong Stock Exchange. For holders of Domestic Shares, the notice of a shareholders' general meeting may be given by publishing an announcement.

The announcement referred to in the preceding paragraph shall be published in the website of the stock exchange where the Domestic Shares of the Company are listed and the media meeting the conditions stipulated by CSRC. Once the announcement is published, all holders of Domestic Shares shall be deemed to have received the notice in relation to the shareholders' general meeting. For the notice of a shareholders' general meeting, a circular for shareholders and relevant files issued to holders of H Shares by the Company, the Company may send only the English or the Chinese version of the notice of a shareholders' general meeting and relevant files in accordance with relevant process under the Hong Kong Listing Rules and under the permission expressly given by the shareholders.

Chapter VIII Supplementary Provisions

Article 80 All of terms “above”, “within” and “below” in this Rules of Procedures contain the number itself, while “less than”, “excluding”, “below”, “more than” and “exceeded” do not include this number; “includes” includes but is not limited to related matters and matters.

Article 81 The matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant provisions of national laws, regulations, departmental rules, mandatory regulatory documents, the stock exchange(s) on which the Company is listed and the Articles of Association. Should there be any inconsistency between the Rules of Procedure and the relevant provisions of national laws, regulations, departmental rules, mandatory regulatory documents, the stock exchange(s) on which the Company is listed and the Articles of Association, the relevant provisions of laws, regulations, departmental rules, mandatory regulatory documents, the stock exchange(s) on which the Company is listed and the Articles of Association shall prevail.

Article 82 The Rules of Procedures shall be formulated and interpreted by the Board which is authorized by the general meeting.

Article 83 When the Rules of procedures need to be revised in light of actual changes in circumstances, the revised drafts shall be proposed by the Board and submitted to the general meeting for approval.

Article 84 The Rules of Procedures come into effect on the date of approval by the general meeting.